

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JEFFREY HARRIS, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-9841 (SHS)
)
Plaintiff,)
vs.)
CHARLES PRINCE, et al.,)
)
Defendants,)
-and-)
CITIGROUP, INC., a Delaware corporation,)
)
Nominal Defendant.)

GARY CINOTTO, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-9900 (SHS)
)
Plaintiff,)
vs.)
CHARLES PRINCE, et al.,)
)
Defendants,)
-and-)
CITIGROUP, INC.,)
)
Nominal Defendant.)

BENJAMIN NATHANSON, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-10333 (JSR)
)
Plaintiff,)
vs.)
CHARLES PRINCE, et al.,)
)
Defendants,)
-and-)
CITIGROUP, INC.,)
)
Nominal Defendant.)

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SAM COHEN, Derivatively On Behalf of CITIGROUP, INC.,)	Case No. 07-CV-10344 (SHS)
)	
Plaintiff,)	
vs.)	
)	
CHARLES PRINCE, et al.,)	
)	
Defendants,)	
)	
-and-)	
)	
CITIGROUP, INC.,)	
)	
Nominal Defendant.)	

WALTER E. RYAN, JR., Derivatively On Behalf of CITIGROUP, INC.,)	Case No. 07-CV-11581 (UA)
)	
Plaintiff,)	
vs.)	
)	
CHARLES PRINCE, et al.,)	
)	
Defendants,)	
)	
-and-)	
)	
CITIGROUP, INC.,)	
)	
Nominal Defendant.)	

**DECLARATION OF FRANK J. JOHNSON IN SUPPORT OF OPPOSITION TO
COMPETING MOTIONS TO CONSOLIDATE ALL RELATED
SHAREHOLDER DERIVATIVE ACTIONS AND APPOINT LEAD COUNSEL
FOR PLAINTIFFS**

I, Frank J. Johnson, declare as follows:

1. I am an attorney licensed to practice law in the State of California. I am a partner at Johnson Bottini, LLP, attorneys of record for Plaintiff Gary Cinotto in this action. The following information is based on my own personal knowledge of the facts stated below, and, if called as a witness, I could and would testify competently as follows:

2. I was retained by Mr. Cinotto on or about November 4, 2007, to investigate potential claims relating to the news that (i) Citigroup was taking a \$6 billion write off

and (ii) the CEO was resigning. I was familiar with the subprime mortgage crisis, particularly given a related lawsuit that I had filed for a shareholder of Merrill Lynch & Co. My associate, Brett M. Weaver, and I immediately researched and prepared a complaint for Mr. Cinotto. Mr. Cinotto reviewed and verified the complaint on November 6. I then contacted Thomas Amon, who is our local counsel in the Merrill Lynch matter, to file the complaint for Mr. Cinotto. Mr. Cinotto's complaint was filed on November 8, 2007. I also learned that Robbins Umeda & Fink had filed a derivative case for a shareholder of Citigroup. I immediately sought to obtain efficiencies in this case by seeking a stipulation from all counsel to consolidate the cases and appoint a leadership structure. By November 14, 2007, I had already reached out to Robbins Umeda & Fink, I reached what I understood to be an understanding for a leadership structure, and I circulated a draft stipulation for consolidation and appointment of lead counsel. In the next few days, I had further discussions with other counsel concerning the organization of this matter and learned that a third complaint had been filed by plaintiff Benjamin Nathanson. I reviewed and approved a revised stipulation that included the third complaint and understood that it had been sent to defense counsel. I understood that we were simply awaiting defense counsel's review and approval. Over the next several weeks, I continued to inquire about the status of the stipulation. On or about January 17, I learned for the first time that Plaintiffs Harris and Ryan had filed or were filing motions for consolidation and for leadership.

I declare under penalty of perjury of the laws of the United States that the above information is, to the best of my knowledge, true and correct. Executed this 2nd day on February, 2008, in San Diego, California.



FRANK J. JOHNSON